



L98000001404

MARK R. DOLAN, P.A.

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August 7, 1998

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

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****293.75 ****293.75

To whom it may concern,

Enclosed please find an original and a copy of the Articles of Organization for YBOR OPERATIONS, L.C., together with our firm's check in the amount of \$293.75 as payment for filing and a certificate of status. Should you have any questions in this regard, please do not hesitate to contact me at your convenience.

Very truly yours,

Mark R. Dolan

L98-1404

Name	<i>MD</i>
Availability	<i>MD</i>
Document Examiner	<i>MD</i>
Updater	<i>MD</i>
Updater Verifier	<i>MD</i>
Acknowledgement	<i>MD</i>
W. P. Verifier	<i>MD</i>

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**ARTICLES OF ORGANIZATION OF
YBOR OPERATIONS, L.C.**

**ARTICLE I
Name**

The name of the limited liability company ("Company") is YBOR OPERATIONS, L.C.

**ARTICLE II
Address**

The mailing and street address of the Company's principal office is c/o 112 East Street, Suite B, Tampa, Florida 33602

**ARTICLE III
Duration**

The period of duration for the Company is perpetual, beginning on the date these Articles of Organization are filed by the Florida Department of State.

**ARTICLE IV
Registered Agent and Office**

The name of Company's initial registered agent in Florida is Mark R. Dolan. The address of Company's registered office in Florida is 112 East Street, Suite B, Tampa, Florida 33602.

**ARTICLE V
Management**

The Company is to be managed by the members. Each managing member is identified as follows:

Harry Lassner:	1000 Coral Ridge Drive, #101 Coral Springs, FL 33071
John Blanke	5321 Taylor Street Hollywood FL 33021

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William Michael Beasley

5321 Taylor Street
Hollywood FL 33021

Joe Dantzer

351 South Atlantic Avenue, #1703
Daytona Beach Shores, FL 32118

Shirley Garfinkel

235 Hidden Trail
Toronto, Ontario Canada M2R3T3

Helmut John Kraemer

3151 Arbour Lane
Hollywood, FL 33021

Stewart Lassner

40 Rosalie Road
Newton, Mass 02159

ARTICLE VI
Admission of New Members

Members of the Company have the right to admit new members only on the unanimous written consent of the existing members, and the existing members shall determine the amount and nature of contributions by new members at the time the new members are admitted.

ARTICLE VII

The remaining members of the Company have the right to continue the business on the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member or the occurrence of any other event which terminates the continued membership of a member in the Company as provided in the Ybor Operations, L.C., Regulations.

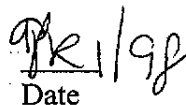
ARTICLE VIII

The power to adopt, alter, amend, or repeal the regulations of the Company is vested entirely in the members.

IN WITNESS WHEREOF, we have executed these Articles of Organization the day and year set out adjacent to each of our signatures.



Harry Lassner


Date

John Blanke
John Blanke

MAY 19 1998
Date

William Michael Beasley
William Michael Beasley

7-1-98
Date

Joe Dantzer
Joe Dantzer

7-10-98
Date

Shirley Garfinkel
Shirley Garfinkel

June 5/98
Date

Helmut John Kraemer
Helmut John Kraemer

16 June 1998
Date

Stewart Lassner
Stewart Lassner

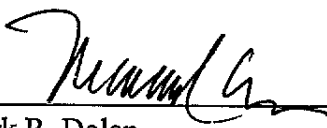
5/21/98
Date

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

Pursuant to the provisions of Section 608.415 or 608.507, Florida Statutes, the undersigned Limited Liability Company submits the following statement in designating the registered office/registered agent, in the State of Florida:

1. The name of the limited liability company is YBOR OPERATIONS, L.C.
2. The name and address of the registered agent and office is: MARK R. DOLAN, 112 EAST STREET, SUITE B, TAMPA, FLORIDA 33602.

Having been named as registered agent and to accept service of process for the above-named limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Mark R. Dolan

8/5/98
Date

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AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS

The undersigned member or authorized representative of a member of Ybor Operations, L.C., deposes and says:

- (1) The above named limited liability company has at least two members.
- (2) The total amount of cash contributed by the members is \$1,000.00.
- (3) If any, the agreed value of property other than cash contributed by members is \$ NONE.
- (4) The total amount of cash or property anticipated to be contributed by members is \$1,000.00. This total includes amounts from (2) and (3) above.

In accordance with Section 608.408(3), Florida Statutes, this execution of this affidavit constitutes an affirmation under penalties of perjury that the facts stated here are true.



Harry Lassner

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